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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # N97000001922

1. Corporation Name

RACHEL'S CHILDREN INTERNATIONAL, INC.

Principal Place of Business

737 BYWOOD DR NE
 PALM BAY FL 32905

Mailing Address

737 BYWOOD DR NE
 PALM BAY FL 32905



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

3. Date Incorporated or Qualified

04/04/1997

4. FEI Number

59-3439281

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
 Fee Required

6. Election Campaign Financing

\$5.00 May Be
 Added to Fees

9. Name and Address of Current Registered Agent

THOMAS, RUSSELL M
737 BYWOOD DR NE
PALM BAY FL 32905

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE DELETE

NAME **DP**
THOMAS, JANE E
 STREET ADDRESS **737 BYWOOD DR NE**
 CITY-ST-ZIP **PALM BAY FL 32905**

TITLE DELETE

NAME **DV**
THOMAS, RUSSELL M
 STREET ADDRESS **737 BYWOOD DR NE**
 CITY-ST-ZIP **PALM BAY FL 32905**

TITLE DELETE

NAME **D**
GOLDBERG, HEDWIG
 STREET ADDRESS **280 COWNIE AVE SE**
 CITY-ST-ZIP **PALM BAY FL 32907**

TITLE DELETE

NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE

NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE

NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

Signature RE RUSSELL M THOMAS

4/16/99

407-768-0634

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (11/98)